

In the Matter of the Restructuring of
Milwaukee Mutual Insurance Company
by Milwaukee Mutual Insurance Company
and Unitrin, Inc.,

Case No. 01-C27045

Petitioners.

NOTICE OF HEARINGS AND INVITATION FOR PUBLIC COMMENT

*** PRE-HEARING CONFERENCE DATE: March 17, 2003, at 1:00 p.m.
IS SCHEDULED unless further continued by the Hearing Examiner.

PLACE: Office of the Commissioner of Insurance
121 East Wilson Street, Room 6
Madison, Wisconsin

*** HEARING IS SCHEDULED DATE: Class 1 Contested Case Administrative Hearing
March 19, 2003, at 1:00 p.m. to 2:00 p.m.
unless further continued by the Hearing Examiner.

DATE: Public Hearing
March 19, 2003, at 2:00 p.m. to 3:00 p.m.
unless further continued by the Hearing Examiner.

PLACE: Office of the Commissioner of Insurance
121 East Wilson Street, Room 6
Madison, Wisconsin

PLEASE READ THIS NOTICE CAREFULLY

Class 1 Contested Case Administrative Hearing

A Class 1 contested case administrative hearing on the proposed mutual holding company plan under chs. 227 and ss. 644.07 and 601.62, Wis. Stats., will be conducted on March 19, 2003, between 1:00 p.m. and 2:00 p.m. before Guenther H. Ruch, the duly appointed Hearing Examiner (unless sooner concluded, continued, or extended at the direction of the Hearing Examiner). All motions in the Class 1 hearing other than motions that necessarily must be made at the hearing, shall be filed with the Hearing Examiner not later than March 17, 2003 at 1:00 p.m. Only persons admitted as parties to the Class 1 proceeding may participate in this Class 1 administrative hearing. However, attendance by policyholders of Milwaukee Mutual Insurance Company (hereinafter also, "Milwaukee Mutual") and the public is welcome.

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Public Hearing

A public hearing on the proposed mutual holding company plan under chs. 227 and ss. 601.62 and 644.07, Wis. Stat., will be conducted on March 19, 2003, at the above-designated location in Madison, Wisconsin, commencing immediately after the Class 1 administrative hearing, approximately 2:00 p.m., unless the pre-hearing conference or Class 1 administrative hearing is continued or extended by the Hearing Examiner.

Milwaukee Mutual's policyholders and members of the public are invited to testify at the public hearing. Since time for oral testimony may be limited by the Hearing Examiner to accommodate the number of speakers, Milwaukee Mutual's policyholders and members of the public are invited to submit written comment as well as, or in lieu of, oral testimony. Interested persons are encouraged to submit written comments to the Hearing Examiner by March 17, 2003, but written comments may be submitted at any time prior to or at the public hearing. Written comments may be directed to Attention: Milwaukee Mutual Restructuring Comments, Office of the Commissioner of Insurance, P. O. Box 7873, Madison, Wisconsin 53707-7873.

The Hearing Examiner will accept written comments after the March 19, 2003, conclusion of the public hearing until March 26, 2003.

Issues

The issues to be considered at the hearing, and with respect to which Milwaukee Mutual's policyholders and the public are invited to comment, are as follows:

(1) The plan for the restructuring of Milwaukee Mutual Insurance Company to a mutual holding company and stock insurance company (the "plan").

(2) The names, addresses, and interrelationships of all affiliates and principals of Petitioners at the time of the filing and after the request is granted if the plan is approved.

(3) Whether or not, under s. 644.07, Wis. Stat.:

- (a) The plan would violate the law or be contrary to the interest of the insureds of Milwaukee Mutual Insurance Company, the converting domestic corporation, or of the Wisconsin insureds of any participating nondomestic corporation.
- (b) The plan would be unfair or inequitable to the policyholders of Milwaukee Mutual Insurance Company.
- (c) The plan would be contrary to the interests of policyholders or the public.

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- (d) The restructuring proposed by the plan would be detrimental to the safety and soundness of the converting insurance company, Milwaukee Mutual Insurance Company, or to the contractual rights and reasonable expectations of its policyholders on the effective date of the restructuring.

(4) Whether the Petitioners have complied with the filing requirements of s. 644.07, Wis. Stat.

How to Obtain Information

The mutual holding company plan is described in a Policyholder Information Statement prepared by Milwaukee Mutual Insurance Company. A copy of the mutual holding company plan and exhibits thereto are included in the Policyholder Information Statement. Any policyholder of Milwaukee Mutual Insurance Company that has not received the Policyholder Information Statement is urged to contact Milwaukee Mutual at (262) 938-0046 during normal business hours for a free copy.

Any policyholder, director, officer, or employee of Milwaukee Mutual may inspect a complete copy of the mutual holding company plan and of the Policyholder Information Statement, with all of its exhibits, before the public hearing by visiting the home office of Milwaukee Mutual at 250 North Sunny Slope Road, Suite 250, Brookfield, Wisconsin 53005, during normal business hours, Monday through Friday, except on days on which Milwaukee Mutual is closed for business.

The public may inspect the records related to this case by visiting the Office of the Commissioner of Insurance, 121 East Wilson Street, Madison, Wisconsin 53703. Any one wishing to obtain a copy of the mutual holding company plan, the Policyholder Information Statement, or pertinent correspondence and other statutorily required information concerning this case is encouraged to download it from the Office of the Commissioner of Insurance's web site at <http://badger.state.wi.us/agencies/oci/coconv.htm>. However, copies may be obtained for the cost of reproduction by request directed to the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 20th day of February 2003.

Guenther H. Ruch, Administrator
Division of Regulation and Enforcement